

Fill in this information to identify the case:

United States Bankruptcy Court for the:

**District of New Jersey**

(State)

Case number (if known): \_\_\_\_\_

Chapter 11

☐ Check if this is an amended filing

Official Form 201

**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's Name Rite Aid Realty Corp.

2. All other names debtor used in the last 8 years N/A

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 23-1725347

4. Debtor's address **Principal place of business** **Mailing address, if different from principal place of business**

200 Newberry Commons

Number Street

Number Street

P.O. Box

Etters Pennsylvania 17319  
City State Zip Code

City State Zip Code

**Location of principal assets, if different from principal place of business**

York County  
County

Number Street

City State Zip Code

5. Debtor's website (URL) https://www.riteaid.com/

6. Type of debtor  
☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))  
☐ Partnership (excluding LLP)  
☐ Other. Specify: \_\_\_\_\_

Debtor Rite Aid Realty Corp.  
Name

Case number (if known)

**7. Describe debtor's business****A. Check One:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

**B. Check all that apply:**

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

**C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes> .**  
**5311**

**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check One:**

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. **Check all that apply:**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, and it chooses to proceed under Subchapter V of Chapter 11. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☐ No
- ☒ Yes.

District

District of New Jersey

When

10/15/2023

MM/DD/YYYY

Case number

23-19079

District

When

MM/DD/YYYY

Case number

If more than 2 cases, attach a separate list.

Debtor Rite Aid Realty Corp. Case number (if known) \_\_\_\_\_  
Name

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?** ☐ No ☒ Yes. Debtor See Rider 1 Relationship Affiliate  
District New Jersey When \_\_\_\_\_  
List all cases. If more than 1, attach a separate list. Case number, if known \_\_\_\_\_ MM / DD / YYYY

**11. Why is the case filed in this district?** *Check all that apply:*  
☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.  
☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?** ☒ No ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.  
**Why does the property need immediate attention?** (*Check all that apply.*)  
☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.  
What is the hazard? \_\_\_\_\_  
☐ It needs to be physically secured or protected from the weather.  
☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).  
☐ Other \_\_\_\_\_

**Where is the property?**  
Number Street  
City State Zip Code

**Is the property insured?**  
☐ No  
☐ Yes. Insurance agency \_\_\_\_\_  
Contact name \_\_\_\_\_  
Phone \_\_\_\_\_

**Statistical and administrative information**

**13. Debtor's estimation of available funds** *Check one:*  
☒ Funds will be available for distribution to unsecured creditors.  
☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

**14. Estimated number of creditors (on a consolidated basis)**  
☐ 1-49 ☐ 1,000-5,000 ☒ 25,001-50,000  
☐ 50-99 ☐ 5,001-10,000 ☐ 50,001-100,000  
☐ 100-199 ☐ 10,001-25,000 ☐ More than 100,000  
☐ 200-999

Debtor Rite Aid Realty Corp. Case number (if known) \_\_\_\_\_  
Name

<b>15. Estimated assets (on a consolidated basis)</b>	<input type="checkbox"/>	\$0-\$50,000	<input type="checkbox"/>	\$1,000,001-\$10 million	<input type="checkbox"/>	\$500,000,001-\$1 billion
	<input type="checkbox"/>	\$50,001-\$100,000	<input type="checkbox"/>	\$10,000,001-\$50 million	<input checked="" type="checkbox"/>	\$1,000,000,001-\$10 billion
	<input type="checkbox"/>	\$100,001-\$500,000	<input type="checkbox"/>	\$50,000,001-\$100 million	<input type="checkbox"/>	\$10,000,000,001-\$50 billion
	<input type="checkbox"/>	\$500,001-\$1 million	<input type="checkbox"/>	\$100,000,001-\$500 million	<input type="checkbox"/>	More than \$50 billion

<b>16. Estimated liabilities (on a consolidated basis)</b>	<input type="checkbox"/>	\$0-\$50,000	<input type="checkbox"/>	\$1,000,001-\$10 million	<input type="checkbox"/>	\$500,000,001-\$1 billion
	<input type="checkbox"/>	\$50,001-\$100,000	<input type="checkbox"/>	\$10,000,001-\$50 million	<input checked="" type="checkbox"/>	\$1,000,000,001-\$10 billion
	<input type="checkbox"/>	\$100,001-\$500,000	<input type="checkbox"/>	\$50,000,001-\$100 million	<input type="checkbox"/>	\$10,000,000,001-\$50 billion
	<input type="checkbox"/>	\$500,001-\$1 million	<input type="checkbox"/>	\$100,000,001-\$500 million	<input type="checkbox"/>	More than \$50 billion

**Request for Relief, Declaration, and Signatures**

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature of authorized representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/05/2025  
MM/DD/YYYY

**X** /s/ Matthew Schroeder Matthew Schroeder  
Signature of authorized representative of debtor Printed name

Title Authorized Signatory

**18. Signature of attorney** **X** /s/ Michael D. Sirota Date 05/05/2025  
Signature of attorney for debtor MM/DD/YYYY

Michael D. Sirota  
Printed name

Cole Schotz P.C.  
Firm name

25 Main Street  
Number Street

Hackensack NJ 07601  
City State ZIP Code

(201) 489-3000 msirota@coleschotz.com  
Contact phone Email address

014321986 NJ  
Bar number State

Fill in this information to identify the case:	
United States Bankruptcy Court for the:	
<u>District of New Jersey</u>	
(State)	
Case number (if known):	Chapter <u>11</u>

☐ Check if this is an amended filing

**Rider 1**  
**Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a petition in the United States Bankruptcy Court for the District of New Jersey for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of New Rite Aid, LLC.

- New Rite Aid, LLC
- 1740 Associates, L.L.C.
- 4042 Warrensville Center Road - Warrensville Ohio, Inc.
- 5277 Associates, Inc.
- 5600 Superior Properties, Inc.
- Apex Drug Stores, Inc.
- Broadview and Wallings-Broadview Heights Ohio, Inc.
- Drug Palace, Inc.
- Eckerd Corporation
- EDC Drug Stores, Inc.
- Ex Benefits, LLC
- Ex Design, LLC
- Ex Design Holdings LLC
- Ex Holdco, LLC
- Ex Initiatives, L.L.C.
- Ex Options, LLC
- Ex Pharmacy, LLC
- Ex Procurement, LLC
- Ex Rxclusives, LLC
- Ex Savings, LLC
- Ex Software, LLC
- Ex Solutions of MO, LLC
- Ex Solutions of NV, LLC
- Ex Solutions of OH, LLC
- Ex Tech, LLC
- First Florida Insurers of Tampa, LLC
- GDF, Inc.
- Genovese Drug Stores, Inc.
- Gettysburg and Hoover-Dayton, Ohio, LLC
- Grand River & Fenkell, LLC
- Harco, Inc.
- Hunter Lane, LLC
- ILG – 90 B Avenue Lake Oswego, LLC
- JCG Holdings (USA), Inc.
- JCG (PJC) USA, LLC
- K & B, Incorporated
- K & B Alabama Corporation
- K & B Louisiana Corporation
- K & B Mississippi Corporation
- K & B Services, Incorporated
- K & B Tennessee Corporation
- K&B Texas Corporation
- Lakehurst and Broadway Corporation
- LMW – 90B Avenue Lake Oswego, Inc.
- Maxi Drug, Inc.
- Maxi Drug North, Inc.
- Maxi Drug South, L.P.
- Maxi Green Inc.
- Munson & Andrews, LLC
- Name Rite, L.L.C.
- PDS-1 Michigan, Inc.
- Perry Drug Stores, Inc.
- P.J.C. Distribution, Inc.
- P.J.C. Realty Co., Inc.
- PJC Lease Holdings, Inc.
- PJC Manchester Realty LLC
- PJC of Massachusetts, Inc.
- PJC of Rhode Island, Inc.
- PJC of Vermont Inc.
- PJC Peterborough Realty LLC
- PJC Realty MA, Inc.
- PJC Revere Realty LLC
- PJC Special Realty Holdings, Inc.
- RCMH LLC
- RDS Detroit, Inc.
- READ's Inc.
- RediClinic Associates, Inc.
- RediClinic LLC

- RediClinic of Dallas-Fort Worth, LLC
- RediClinic of DC, LLC
- RediClinic of DE, LLC
- RediClinic of MD, LLC
- RediClinic of PA, LLC
- RediClinic of VA, LLC
- RediClinic US, LLC
- Richfield Road – Flint, Michigan, LLC
- Rite Aid Corporation
- Rite Aid Drug Palace, Inc.
- Rite Aid Hdqtrs. Corp.
- Rite Aid Hdqtrs. Funding, Inc.
- Rite Aid Lease Management Company
- Rite Aid of Connecticut, Inc.
- Rite Aid of Delaware, Inc.
- Rite Aid of Georgia, Inc.
- Rite Aid of Indiana, Inc.
- Rite Aid of Kentucky, Inc.
- Rite Aid of Maine, Inc.
- Rite Aid of Maryland, Inc.
- Rite Aid of Michigan, Inc.
- Rite Aid of New Hampshire, Inc.
- Rite Aid of New Jersey, Inc.
- Rite Aid of New York, Inc.
- Rite Aid of North Carolina, Inc.
- Rite Aid of Ohio, Inc.
- Rite Aid of Pennsylvania, LLC
- Rite Aid of South Carolina, Inc.
- Rite Aid of Tennessee, Inc.
- Rite Aid of Vermont, Inc.
- Rite Aid of Virginia, Inc.
- Rite Aid of Washington, D.C. Inc.
- Rite Aid of West Virginia, Inc.
- Rite Aid Online Store, Inc.
- Rite Aid Payroll Management, Inc.
- Rite Aid Realty Corp.
- Rite Aid Rome Distribution Center, Inc.
- Rite Aid Specialty Pharmacy, LLC
- Rite Aid Transport, Inc.
- Rite Investments Corp.
- Rite Investments Corp., LLC
- Rx Choice, Inc.
- Rx USA, Inc.
- The Bartell Drug Company
- The Jean Coutu Group (PJC) USA, Inc.
- The Lane Drug Company
- Thrift Drug, Inc.
- Thrifty Corporation
- Thrifty Ice Cream, LLC
- Thrifty PayLess, Inc.

**Prior Case Pending in this Court**

*In re Rite Aid Corporation, et al.*, Case No. 23-18993 (MBK) (Bankr. D.N.J. Oct. 15, 2023)

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEW JERSEY**

In re:

RITE AID REALTY CORP.,

Debtor.

)  
) Chapter 11  
)  
) Case No. 25-[ ] ( )  
)  
)  
)

**LIST OF EQUITY SECURITY HOLDERS<sup>1</sup>**

Equity Holder	Address of Equity Holder	Percentage of Equity Held
Rite Aid Lease Management Company	200 Newberry Commons Etters, Pennsylvania 17319	100%

<sup>1</sup> This list serves as the disclosure required to be made by the debtor pursuant to Rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed indicate the record holder of such equity as of the date of commencement of the chapter 11 case.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEW JERSEY**

\_\_\_\_\_  
In re:

RITE AID REALTY CORP.,

Debtor.  
\_\_\_\_\_

)  
) Chapter 11  
)  
) Case No. 25-[ ] ( )  
)  
)  
)

**CORPORATE OWNERSHIP STATEMENT**

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

Shareholder	Approximate Percentage of Shares Held
Rite Aid Lease Management Company	100%



Fill in this information to identify the case:

Debtor name: New Rite Aid, LLC

United States Bankruptcy Court for the:

Case number (If known): \_\_\_\_\_

☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 50 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 50 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim if the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1 ACE AMERICAN INSURANCE COMPANY 436 WALNUT STREET PHILADELPHIA, PA 19106 UNITED STATES	KEVIN HARKIN CFO EMAIL - KEVIN.HARKIN@CHUBB.COM PHONE - (212) 703-7000	INSURANCE CLAIM	UNLIQUIDATED			\$ 87,421,088.90
2 DEPARTMENT OF JUSTICE ATTN: RYAN LAMB, ESQ. C/O: U.S. DEPARTMENT OF JUSTICE, CIVIL DIVISION P.O. BOX 875 WASHINGTON, DC 20044-0875 UNITED STATES	RYAN LAMB, ESQ. TRIAL ATTORNEY EMAIL - RYAN.LAMB@USDOJ.GOV PHONE - (866) 909-5170	PLAN PAYMENT CLAIM	UNLIQUIDATED			\$ 49,000,000.00
3 AMERISOURCEBERGEN DRUG CORP 1 WEST FIRST AVENUE CONSHOHOCKEN, PA 19428 UNITED STATES	JAMES F. CLEARY CFO EMAIL - JAMES.CLEARY@CENCORA.COM PHONE - (610) 727-7000	TRADE CLAIM				\$ 29,850,071.54
4 UFCW LOCAL 8-GOLDEN STATE 2200 PROFESSIONAL DRIVE ROSEVILLE, CA 95661 UNITED STATES	JACQUES LOVEALL CEO EMAIL - JLOVEALL@UFCW8.ORG PHONE - (916) 786-0588	UNION CLAIM	UNLIQUIDATED			\$ 19,501,087.00
5 UNITED FOOD AND COMMERCIAL WORKERS LOCAL 1167 855 W. SAN BERNARDINO AVE BLOOMINGTON, CA 92316 UNITED STATES	JOE DUFFLE PRESIDENT EMAIL - JOE@UFCW1167.ORG PHONE - (909) 877-5000 EXT 150	UNION CLAIM	UNLIQUIDATED			\$ 18,672,465.60
6 GOOGLE INC 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043 UNITED STATES	ANAT ASHKENAZI CFO EMAIL - ANATASHKENAZI@GOOGLEMAIL.COM PHONE - (650) 253-0000	TRADE CLAIM	UNLIQUIDATED			\$ 18,315,913.09
7 CHATTEM INC 3708 ST. ELMO AVENUE CHATTANOOGA, TN 37409 UNITED STATES	CHARLES RUSK CFO EMAIL - CHARLES.RUSK@CHATTEM.COM PHONE - (423) 822-5000	TRADE CLAIM	UNLIQUIDATED			\$ 12,698,496.24
8 HCL AMERICA INC 330 POTRERO AVE SUNNYVALE, CA 94085 UNITED STATES	SHIV WALIA CFO EMAIL - SHIV.WALIA@HCL.COM PHONE - (408) 733-0480	TRADE CLAIM	UNLIQUIDATED			\$ 11,191,439.16
9 32-14 31ST FOOD LLC 3214 31ST ST ASTORIA, NY 11106 UNITED STATES	ROCCO A. CAVALIERE, ESQ. COUNSEL ATTORNEY EMAIL - RCAVALIERE@TARTERKRINSKY.COM PHONE - (212) 216-8000	LEASE REJECTION DAMAGE CLAIM	UNLIQUIDATED			\$ 9,405,233.22
10 PRICEWATERHOUSECOOPERS LLP 300 MADISON AVE NEW YORK, NY 10017 UNITED STATES	TIM GRADY COO EMAIL - TIMOTHY.GRADY@PWC.COM PHONE - (646) 471 3000/4000	TRADE CLAIM				\$ 7,950,922.65
11 EVERGREEN TRADING 233 SPRING ST 5TH FLOOR NEW YORK, NY 10013 UNITED STATES	GORDON ZELLNER CEO EMAIL - GZELLNER@EVERGREENTRADING.COM PHONE - 844-364-0700	TRADE CLAIM				\$ 6,873,762.65
12 FFF ENTERPRISES INC 44000 WINCHESTER ROAD TEMECULA, CA 92590 UNITED STATES	WAYNE TALLEUR CFO EMAIL - WTALLEUR@FFFENTERPRISES.COM PHONE - (800) 843-7477	TRADE CLAIM				\$ 6,013,806.98
13 UFCW NORTHERN CALIFORNIA AND DRUG EMPLOYERS HEALTH AND WELFARE TRUST FUND 2200 PROFESSIONAL DRIVE ROSEVILLE, CA 95661 UNITED STATES	JACQUES LOVEALL PRESIDENT EMAIL - JLOVEALL@UFCW8.ORG PHONE - (800) 552-2400	UNION CLAIM	UNLIQUIDATED			\$ 5,988,860.00
14 HALEON US SERVICES INC THE HEIGHTS BUILDING 5 FIRST FLOOR THE HEIGHTS WEYBRIDGE SURREY, KT13 0NY UNITED KINGDOM	DAWN ALLEN CFO EMAIL - DAWN.ALLEN@HALEON.COM PHONE - (888) 825 5249	TRADE CLAIM				\$ 5,928,811.00

15	KENVUE BRANDS LLC 1 KENVUE WAY SUMMIT, NJ 07901 UNITED STATES	THIBAUT MONGON CEO EMAIL - TMONGON@KENVUE.COM PHONE - (888) 319-5476	TRADE CLAIM				\$ 4,735,854.81
16	THE HANOVER INSURANCE COMPANY 440 LINCOLN STREET WORCESTER, MA 01653-0002 UNITED STATES	JACK ROCHE CEO EMAIL - JROCHE@HANOVER.COM PHONE - 508-855-1000	SURETY BOND CLAIM	UNLIQUIDATED			\$ 4,637,500.00
17	STARCOM WORLDWIDE, INC. 35 W WACKER DR CHICAGO, IL 60601 UNITED STATES	MICHAEL EPSTEIN CEO EMAIL - MICHAEL.EPSTEIN@SMVGROUP.COM PHONE - 212-468-3888	TRADE CLAIM	UNLIQUIDATED			\$ 4,044,848.39
18	INFOSYS LIMITED 507 E HOWARD LN BUILDING 1, SUITE 200 AUSTIN, TX 78753 UNITED STATES	JAYESH SANGHRAJKA CFO EMAIL - JAYESH_SANGHRAJKA@INFOSYS.COM PHONE - (646) 254-3198	TRADE CLAIM				\$ 3,884,131.50
19	HCL TECH CORP SERV LTD TECHNOLOGY HUB, SEZ PLOT NO. 3A, SECTOR 126 NOIDA, 201304 INDIA	SHIV WALIA CFO EMAIL - SHIV.WALIA@HCL.COM PHONE - (408) 733-0480	TRADE CLAIM				\$ 3,874,471.17
20	KORN FERRY (US) 1900 AVENUE OF THE STARS SUITE 1225 LOS ANGELES, CA 90067 UNITED STATES	GARY BURNISON CEO EMAIL - GARY.BURNISON@KORNFERRY.COM PHONE - 212-687-1834	TRADE CLAIM				\$ 3,854,927.22
21	SAP AMERICA INC 3999 WEST CHESTER PIKE NEWTOWN SQUARE, PA 19073 UNITED STATES	LLOYD ADAMS CEO EMAIL - LLOYD.ADAMS@SAP.COM PHONE - 610-661-1000	TRADE CLAIM	UNLIQUIDATED			\$ 3,585,288.55
22	RUSSELL STOVER CHOCOLATES LLC 4900 OAK STREET KANSAS CITY, MO 64112-2702 UNITED STATES	NICCOLO STARACE CEO EMAIL - NSTARACE@LINDT.COM PHONE - 1-800-477-8683	TRADE CLAIM				\$ 3,455,317.44
23	AGENCY WITHIN LLC 43-01 22ND ST SUITE 602 QUEENS, NY 11101 UNITED STATES	JOE YAKUEL CEO EMAIL - JYAKUEL@WITHIN.CO PHONE - (315) 533-2388; (844) 494-8446	TRADE CLAIM	UNLIQUIDATED			\$ 3,151,861.13
24	BON SUISSE INC 11860 COMMUNITY RD POWAY, CA 92064-8887 UNITED STATES	DAVID TAYLOR GENERAL MANAGER EMAIL - DTAYLOR@BONSUISSE.COM PHONE - 858-391-9222	TRADE CLAIM				\$ 3,105,328.89
25	ACON LABORATORIES 9440 CARROLL PARK DRIVE SAN DIEGO, CA 92121 UNITED STATES	THOMAS TROYK VP, OPERATIONS EMAIL - TTROYK@ACONLABS.COM PHONE - 858-875-8000	TRADE CLAIM	UNLIQUIDATED			\$ 2,947,267.46
26	IRON MOUNTAIN OFF-SITE 1101 ENTERPRISE DRIVE ROYERSFORD, PA 19468 UNITED STATES	BARRY HYTINEN CFO EMAIL - BARRY.HYTINEN@IRONMOUNTAIN.COM PHONE - 800-934-3453	TRADE CLAIM	UNLIQUIDATED			\$ 2,727,819.46
27	UNILEVER HPC USA 655 THIRD AVENUE, 10TH FLOOR NEW YORK, NY 10017 UNITED STATES	HERRISH PATEL PRESIDENT UNILEVER USA EMAIL - HERRISH.PATEL@UNILEVER.COM PHONE - 800-298-5018	TRADE CLAIM				\$ 2,707,661.07
28	EMERSON HEALTHCARE LLC 407 EAST LANCASTER AVE WAYNE, PA 19087 UNITED STATES	ERIC STASTNY COO EMAIL - ESTASTNY@EMERSONHOSP.ORG PHONE - 978-369-1400	TRADE CLAIM				\$ 2,695,037.77
29	INTERNATIONAL FIDELITY INSURANCE COMPANY ONE NEWARK CENTER, 20TH FLOOR NEWARK, NJ 7102 UNITED STATES	DAVID PIRRUNG CFO EMAIL - DAVID.PIRRUNG@IATINSURANCE.COM PHONE - (919) 831-4169	SURETY BOND CLAIM	UNLIQUIDATED			\$ 2,686,493.00
30	SUNBELT RENTALS 2341 DEERFIELD DRIVE FORT MILL, SC 29715 UNITED STATES	BRENDAN HORGAN CEO EMAIL - BRENDAN.HORGAN@SUNBELTRENTALS.COM PHONE - 888-886-8199	TRADE CLAIM	UNLIQUIDATED			\$ 2,676,971.92
31	ADOBE INC 345 PARK AVENUE SAN JOSE, CA 95110 UNITED STATES	DAN DURN CFO EMAIL - DDURN@ADOBE.COM PHONE - 408-536-6000	TRADE CLAIM				\$ 2,672,494.62
32	MASTER LITIGATION TRUST C/O HALPERIN BATTAGLIA BENZJIA, LLP 40 WALL STREET, 37TH FLOOR NEW YORK, NY 10005 UNITED STATES  C/O GENTLE, TURNER BENSON 501 RIVERCHASE PARKWAY EAST, SUITE 100 HOOVER, AL 35244 UNITED STATES	DONNA H. LIEBERMAN, ESQ. COUNSEL ATTORNEY EMAIL - DLIEBERMAN@HALPERINLAW.NET PHONE - (212) 765-9100  ED C. GENTLE, III COUNSEL ATTORNEY EMAIL - EGENTLE@GTANDSLAW.COM PHONE - (205) 960-2533	PLAN PAYMENT CLAIM				\$ 2,500,000.00

33	ACTIVE COSMETICS DIV OF LOREAL 888 N DOUGLAS ST EL SEGUNDO, CA 90245 UNITED STATES	MYRIAM COHEN-WELGRYN PRESIDENT, ACTIVE COSMETICS EMAIL - MYRIAM.COHEN-WELGRYN@LOREAL.COM PHONE - (212) 818-1500	TRADE CLAIM				\$	2,493,198.82
34	ANDA / GENERIC 2915 WESTON ROAD WESTON, FL 33331 UNITED STATES	ANDREW MOORE PRESIDENT EMAIL - ANDREW.MOORE@ANDANET.COM PHONE - 1-866-204-8492	TRADE CLAIM	UNLIQUIDATED			\$	2,417,461.19
35	DELOITTE & TOUCHE LLP 1633 BROADWAY NEW YORK, NY 10019 UNITED STATES	JASON GIRZADAS CEO, DELOITTE US EMAIL - JGIRZADAS@DELOITTE.COM PHONE - 415-783-4324	TRADE CLAIM				\$	2,252,152.54
36	DIVISIONS INC DBA DIVISIONS 300 DAVE COWENS DRIVE, 1 RIVERFRONT PLACE # 500 NEWPORT, KY 47071 UNITED STATES	GARY MITCHELL CEO EMAIL - GMITCHELL@DIVISIONSINC.COM PHONE -	TRADE CLAIM				\$	2,224,473.96
37	COGNIRA INC TWO MIDTOWN PLAZA, 1349 W PEACHTREE ST NW #1750 ATLANTA, GA 30309 UNITED STATES	HATEM SELLAMI CEO EMAIL - HATEM.SELLAMI@COGNIRA.COM PHONE - (404) 548-8359	TRADE CLAIM				\$	2,151,245.97
38	LIVING ESSENTIALS CORP 1550 VALLEY VISTA DR STE 210 DIAMOND BAR, CA 91765 UNITED STATES	STEVE RAMSEY VP OF SALES EMAIL - STEVE@FIVEHOUR.COM PHONE - (909) 590-1000	TRADE CLAIM				\$	2,130,716.14
39	PURERED 220 SEMEL CIRCLE NW ATLANTA, GA 30309 UNITED STATES	DONNY BRADSHAW CFO EMAIL - DONNY.BRADSHAW@PURERED.NET PHONE - (770) 498-4091	TRADE CLAIM				\$	2,082,004.50
40	L. PERRIGO CO. 515 EASTERN AVE ALLEGAN, MI 49010 UNITED STATES	PATRICK LOCKWOOD-TAYLOR CEO EMAIL - PATRICK.LOCKWOOD-TAYLOR@PERRIGO.COM PHONE - 269-673-8451	TRADE CLAIM				\$	2,025,843.95
41	BERKLEY INSURANCE COMPANY W. R. BERKLEY CORPORATION GREENWICH, CT 6830 UNITED STATES	RICHARD BAIO CFO EMAIL - RICHARD.BAIO@BERKLEY.COM PHONE - 612.766.3100	SURETY BOND CLAIM	UNLIQUIDATED			\$	2,000,000.00
42	LEO BURNETT COMPANY 35 WEST WACKER DRIVE CHICAGO, IL 60601 UNITED STATES	PAUL EICHELMAN CFO EMAIL - PEICHELMAN@LEOBURNETT.COM PHONE - (312) 220 5959	TRADE CLAIM	UNLIQUIDATED			\$	1,986,411.90
43	STAPLES, INC. 500 STAPLES DRIVE FRAMINGHAM, MA 1702 UNITED STATES	WALKER JOHNSON CFO EMAIL - WALKER.JOHNSON@STAPLES.COM PHONE - 508-253-5000	TRADE CLAIM				\$	1,925,733.54
44	SPRINGWISE FACILITY MGMT INC 1822 SOUTH BEND AVENUE SOUTH BEND, IN 46637 UNITED STATES	BRYAN WYNEN CEO EMAIL - BRYAN.WYNEN@SPRINGWISEFM.COM PHONE -	TRADE CLAIM				\$	1,887,393.13
45	HUGHES NETWORK SYSTEMS INC 11717 EXPLORATION LANE GERMANTOWN, MD 20876 UNITED STATES	JEFF BOGGS VP, FINANCE EMAIL - JEFF.BOGGS@HUGHES.COM PHONE -	TRADE CLAIM	UNLIQUIDATED			\$	1,833,835.34
46	LCP ORANGEVALE, LLC 1313 NORTH MARKET ST, SUITE 201 WILMINGTON, DE 19801 UNITED STATES	MICHAEL J. BARRIE, ESQ. COUNSEL ATTORNEY EMAIL - MBARRIE@BENESCHLAW.COM PHONE -	LEASE GUARANTY CLAIM	UNLIQUIDATED			\$	1,795,275.34
47	1010DATA SERVICES, LLC 432 PARK AVE S, 15TH FLOOR NEW YORK, NY 10017 UNITED STATES	INNA KUZNETSOVA CEO EMAIL - INNA.KUZNETSOVA@1010DATA.COM PHONE - 650.250.4777	TRADE CLAIM	UNLIQUIDATED			\$	1,765,691.40
48	HARBOR DISTRIBUTING LLC 5901 BOLSA AVE HUNTINGTON BEACH, CA 92647 UNITED STATES	CHRIS SELWOOD CFO EMAIL - CSELWOOD@REYESHOLDINGS.COM PHONE - (714) 933-2400	TRADE CLAIM				\$	1,695,090.96
49	MCKESSON DRUG 6555 STATE HWY 161 IRVING, TX 75039 UNITED STATES	BRIAN TYLER CEO EMAIL - BRIAN.TYLER@MCKESSON.COM PHONE - (972) 446-4800	TRADE CLAIM	CONTINGENT UNLIQUIDATED			UNDETERMINED	
50	PENSION BENEFIT GUARANTY CORPORATION 445 12TH STREET SW WASHINGTON, DC 20024 UNITED STATES	LISA CARTER CEO EMAIL - LISA.CARTER@PBGC.GOV PHONE -	PENSION CLAIM	UNLIQUIDATED			UNDETERMINED	

Fill in this information to identify the case and this filing:	
Debtor Name	Rite Aid Realty Corp.
United States Bankruptcy Court for the:	District of New Jersey
	(State)
Case number (If known):	

## Official Form 202

### Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

#### Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ Amended Schedule
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☒ Other document that requires a declaration **List of Equity Security Holders, Corporate Ownership Statement, and Certification of Creditor Matrix**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

**05/05/2025**

MM/DD/YYYY

**/s/ Matthew Schroeder**

Signature of individual signing on behalf of debtor

**Matthew Schroeder**

Printed name

**Authorized Signatory**

Position or relationship to debtor

**OMNIBUS WRITTEN CONSENT OF THE  
BOARD OF DIRECTORS, MANAGERS, OR SIMILAR  
GOVERNING BODY OR ENTITY, AS APPLICABLE, OF EACH OF  
THE COMPANIES SET FORTH ON EXHIBIT A ATTACHED HERETO**

We, the undersigned, are the requisite members of the board of directors, managers, or similar governing body or the sole member or sole managing member (each, an “Authorizing Body,” and collectively, the “Authorizing Bodies”), as applicable, of each of the companies set forth on Exhibit A attached hereto (each, a “Company,” and collectively the “Rite Aid Companies”), and each organized and existing under the internal laws of the state of incorporation or formation, as applicable, as set forth in each Company’s applicable governing documents. Each Authorizing Body hereby takes the following actions and adopts the resolutions attached hereto as Annex A by written consent, pursuant to its Company’s bylaws, limited liability company agreement, operating agreement, or such other similar governing document and the applicable laws of the jurisdiction of incorporation or formation, as applicable, in which such Company is organized.

This consent may be executed in two or more counterparts (including by facsimile or portable document format (.pdf)) and all so executed counterparts shall constitute one consent notwithstanding that all the signatories hereto are not signatories to the same counterpart.

IN WITNESS WHEREOF, this omnibus written consent has been adopted as of May 5, 2025.

*[Remainder of page intentionally left blank]*

**Exhibit A**

**The Rite Aid Companies**

- |   |   |
|---|---|
| 1. New Rite Aid, LLC                      | 22. Maxi Drug North, Inc.                   |
| 2. The Bartell Drug Company               | 23. Genovese Drug Stores, Inc.              |
| 3. JCG Holdings (USA) Inc.                | 24. Rite Aid Drug Palace, Inc.              |
| 4. JCG (PJC) USA, LLC                     | 25. Rite Aid of New York, Inc.              |
| 5. Rite Investments Corp.                 | 26. Eckerd Corporation                      |
| 6. Rite Aid Hdqtrs. Funding, Inc.         | 27. Maxi Drug, Inc.                         |
| 7. The Jean Coutu Group (PJC) USA, Inc.   | 28. Rite Aid of Connecticut, Inc.           |
| 8. Maxi Green Inc.                        | 29. Rite Aid of Delaware, Inc.              |
| 9. PJC of Vermont, Inc.                   | 30. Rite Aid of Maryland, Inc.              |
| 10. Rite Aid of Vermont                   | 31. RediClinic Associates, Inc.             |
| 11. Rite Aid of Michigan, Inc.            | 32. Rite Aid of Ohio, Inc.                  |
| 12. 1740 Associates, LLC                  | 33. Rite Aid of Pennsylvania, LLC           |
| 13. Richfield Road – Flint, Michigan, LLC | 34. Rite Aid of Virginia, Inc.              |
| 14. Perry Drug Stores, Inc.               | 35. The Lane Drug Company                   |
| 15. Apex Drug Stores, Inc.                | 36. Thrift Drug, Inc.                       |
| 16. PDS-1 Michigan, Inc.                  | 37. Harco, Inc.                             |
| 17. RDS Detroit, Inc.                     | 38. Rite Aid of Georgia, Inc.               |
| 18. Name Rite, LLC                        | 39. Rite Aid of Indiana, Inc.               |
| 19. Thrifty Payless, Inc.                 | 40. Rite Aid of Kentucky, Inc.              |
| 20. Thrifty Ice Cream, LLC                | 41. Rite Aid of Maine, Inc.                 |
| 21. Rite Aid of New Hampshire, Inc.       | 42. Rite Aid Rome Distribution Center, Inc. |

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| 43. Rite Aid of North Carolina, Inc.          | 64. RCMH LLC   |
| 44. Munson & Andrews, LLC                     | 65. Rite Aid Hdqtrs. Corp.                                 |
| 45. Gettysburg and Hoover – Dayton, Ohio, LLC | 66. Broadview and Wallings-Broadview Heights Ohio, Inc.    |
| 46. Rite Aid of South Carolina, Inc.          | 67. Drug Palace, Inc.                                      |
| 47. Rite Aid of Tennessee, Inc.               | 68. GDF, Inc.  |
| 48. Rite Aid of Washington, D.C., Inc.        | 69. Grand River & Fenkell, LLC                             |
| 49. Rite Aid of West Virginia, Inc.           | 70. Lakehurst and Broadway Corporation                     |
| 50. Rite Aid Online Store, Inc.               | 71. Rite Aid Transport, Inc.                               |
| 51. Rite Aid Payroll Management, Inc.         | 72. Rx Choice, Inc.  |
| 52. K&B, Incorporated                         | 73. Rx USA, Inc.   |
| 53. K&B Alabama Corporation                   | 74. 4042 Warrensville Center Road – Warrenville Ohio, Inc. |
| 54. K&B Louisiana Corporation                 | 75. 5277 Associates, Inc.                                  |
| 55. K&B Mississippi Corporation               | 76. 5600 Superior Properties, Inc.                         |
| 56. K&B Tennessee Corporation                 | 77. P.J.C. Distribution, Inc.                              |
| 57. K&B Texas Corporation                     | 78. PJC of Rhode Island, Inc.                              |
| 58. K&B Services, Incorporated                | 79. PJC Lease Holdings, Inc.                               |
| 59. Thrifty Corporation                       | 80. PJC of Massachusetts, Inc.                             |
| 60. Rite Aid Lease Management Company         | 81. P.J.C Realty Co., Inc.                                 |
| 61. Rite Aid Realty Corp.                     | 82. PJC Realty MA, Inc.                                    |
| 62. LMW – 90B AVENUE LAKE OSWEGO, INC.        | 83. PJC Special Realty Holdings, Inc.                      |
| 63. LG – 90B Avenue Lake Oswego, LLC          | 84. PJC Manchester Realty LLC                              |

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|---|--|
| 85. PJC Peterborough Realty LLC                                   | 105. Ex Initiatives L.L.C. (f/k/a Rx Initiatives L.L.C.) |
| 86. PJC Revere Realty LLC   | 106. EDC Drug Stores, Inc.                               |
| 87. Maxi Drug South, L.P.   | 107. READ'S Inc.   |
| 88. Rite Aid Specialty Pharmacy, LLC                              | 108. Hunter Lane, LLC                                    |
| 89. RediClinic LLC  | 109. Ex Holdco, LLC (f/k/a Elixir Holdings, LLC)         |
| 90. Rite Investments Corp., LLC                                   | 110. RediClinic of MD, LLC                               |
| 91. Ex Tech (f/k/a Ascend Health Technology, LLC)                 | 111. RediClinic of PA, LLC                               |
| 92. Ex Design Holdings, LLC (f/k/a Design Rx Holdings, LLC)       | 112. RediClinic US, LLC                                  |
| 93. Ex Options, LLC (f/k/a Elixir Rx Options, LLC)                | 113. RediClinic of DC, LLC                               |
| 94. Ex Solutions of OH, LLC (f/k/a Elixir Rx Solutions, LLC)      | 114. RediClinic of DE, LLC                               |
| 95. Ex Solutions of MO, LLC (f/k/a Elixir Rx Solutions, LLC)      | 115. RediClinic of VA, LLC                               |
| 96. Ex Solutions of NV, LLC (f/k/a Rx Solutions of Nevada, LLC)   | 116. RediClinic of Dallas-Fort Worth, LLC                |
| 97. Ex Pharmacy, LLC (f/k/a Elixir Pharmacy, LLC)                 | 117. Rite Aid of New Jersey, Inc.                        |
| 98. Ex Savings, LLC (f/k/a Elixir Savings, LLC)                   | 118. Rite Aid Corporation                                |
| 99. First Florida Insurers of Tampa, LLC                          |  |
| 100. Ex Software, LLC (f/k/a Laker Software, LLC)                 |  |
| 101. Ex Procurement, LLC (f/k/a Tonic Procurement Solutions, LLC) |  |
| 102. Ex Benefits (f/k/a Advance Benefits, LLC)                    |  |
| 103. Ex Design, LLC (f/k/a Design Rx, LLC)                        |  |
| 104. Ex Rxclusives, LLC   |  |



**RESOLUTIONS OF THE**  
**AUTHORIZING BODY OF EACH COMPANY**

**WHEREAS**, New Rite Aid, LLC (“New Rite Aid”), a Delaware limited liability company, is managed by a board of directors (the “New Rite Aid Board”);

**WHEREAS**, on March 12, 2025, the New Rite Aid Board adopted resolutions establishing a special committee of the New Rite Aid Board (the “Special Committee”) and delegating to the Special Committee, among other things, the power and authority of the New Rite Aid Board to: (a) plan for, negotiate, and evaluate potential strategic alternatives and contingency planning in connection with its ongoing goals and objectives; (b) direct and oversee the implementation and execution of the “Strategic Alternatives Plan” contemplated by that certain Amended and Restated Consent Under the Credit Agreement, dated as of March 11, 2025, by and among Rite Aid Corp. and the agent to that certain Credit Agreement, dated as of August 30, 2024 (as amended by that certain First Amendment to Credit Agreement, dated as of January 14, 2025, and as may be further amended, amended and restated, restated, supplemented, or otherwise modified in writing from time to time) (together with the preceding clause (a), the “Restructuring Matters”); and (c) make recommendations to the New Rite Aid Board regarding what actions should be taken by the New Rite Aid Board with respect to any Restructuring Matters;

**WHEREAS**, the Special Committee has determined that the matters approved and authorized herein, including, without limitation, the commencement of the Bankruptcy Cases (as defined below), the Rite Aid Companies’ entry into the DIP Credit Agreement (as defined below) and certain cash collateral and adequate protection obligations, the Sale Process (as defined below), the Store Closing Sales Process (as defined below), and the retention of certain professionals, in each case, constitute Restructuring Matters;

**WHEREAS**, the Special Committee has considered the actions set forth herein, determined them to be in the best interests of New Rite Aid and the other Rite Aid Companies in light of the Rite Aid Companies’ circumstances, and recommended that the New Rite Aid Board and each other Authorizing Body approve and authorize the transactions and other actions described herein;

**WHEREAS**, the Special Committee and each Authorizing Body has reviewed and considered the financial and operational condition of its applicable Company and the Rite Aid Companies as a whole, including the historical performance of the Rite Aid Companies, the assets of the Rite Aid Companies, the current and long-term liabilities of the Rite Aid Companies, and relevant industry and credit market conditions, and has considered various strategic alternatives in respect of such matters;

**WHEREAS**, the Special Committee and each Authorizing Body has (a) received, reviewed, and considered the recommendations of, and the related materials presented by the Rite Aid Companies’ management team (“Management”) and the Rite Aid Companies’ legal, financial, and other outside professional advisors (collectively, the “Advisors”) as to the financial condition of the Rite Aid Companies, the strategic alternatives available to the Rite Aid Companies, and the relative risks and benefits of pursuing cases under the provisions of chapter 11 of title 11 of the

United States Code, 11 U.S.C. § 101 *et seq.* (as amended, the “Bankruptcy Code”), and (b) had the opportunity to consult with Management and the Advisors in respect of the foregoing;

**WHEREAS**, each Authorizing Body, in respect of its applicable Company, has reviewed and considered the need for the Authorized Persons (as defined below) to take further actions to carry out the intent and purpose of the following resolutions, perform the obligations of such Company under the Bankruptcy Code, and pay fees and expenses in connection with the transactions and other actions contemplated herein;

**WHEREAS**, each Authorizing Body, in respect of its applicable Company, has reviewed and considered certain actions that may have previously been taken by any director, officer, employee, manager, member, stockholder, general partner, or agent of such Company in connection with or related to the matters contemplated herein;

**WHEREAS**, each Authorizing Body has reviewed and considered the Rite Aid Companies’ collective need to employ individuals and/or firms as counsel, professionals, consultants, or financial advisors to represent and assist the Rite Aid Companies in carrying out their duties in connection with the chapter 11 cases under the Bankruptcy Code (such cases, collectively, the “Bankruptcy Cases”); and

**WHEREAS**, the New Rite Aid Board and the other Authorizing Bodies believe that taking the actions set forth below is in the best interests of the Rite Aid Companies and, therefore, desire to approve the following resolutions.

**NOW THEREFORE BE IT:**

**1. Commencement of the Bankruptcy Cases**

**RESOLVED**, that in accordance with the Special Committee’s recommendation, each Authorizing Body, in respect of its applicable Company, has determined, after due consultation with Management and the Advisors, that it is desirable and in the best interests of such Company, its creditors, and other parties in interest that such Company file a voluntary petition for relief under the provisions of chapter 11 of the Bankruptcy Code (each, a “Bankruptcy Petition,” and collectively, the “Bankruptcy Petitions”) and commence a Bankruptcy Case under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of New Jersey (the “Bankruptcy Court”); and be it further

**RESOLVED**, that each Authorizing Body, with respect to its applicable Company, hereby authorizes, directs, and empowers (a) Mr. Matthew Schroeder, (b) Mr. Marc Liebman, and (c) any other officer or other authorized person acting in the name and on behalf of such Company (clauses (a) through (c), collectively, the “Authorized Persons” and each, an “Authorized Person”) to, on behalf of such Company, execute, verify, and file or cause to be filed any of the Bankruptcy Petitions, schedules, lists, and the motions, objections, replies, applications, and other papers or documents determined to be advisable, appropriate, convenient, desirable, or necessary in connection with the foregoing; and be it further

**RESOLVED**, that each Authorizing Body, with respect to its applicable Company, hereby (a) authorizes, adopts, and approves the form and the terms and provisions of, and authorizes and

empowers any Authorized Persons to file with the Bankruptcy Court any motions, pleadings, and any other documents to be performed or agreed to by its Company that are reasonably necessary for the prosecution of and in connection with the proceedings of the Bankruptcy Cases (collectively, the “Ancillary Documents”), and (b) authorizes and directs any Authorized Person, in the name and on behalf of its Company, to execute and deliver (with such changes, additions, and modifications thereto as such Authorized Persons executing the same shall approve, such approval to be conclusively evidenced by such Authorized Persons’ execution and delivery thereof) each of the Ancillary Documents to which such Company is a party and, upon the execution and delivery thereof by each of the other parties thereto, cause such Company to perform its obligations thereunder; and be it further

## **2. Retention of Professionals**

**RESOLVED**, that each Authorizing Body, with respect to its applicable Company, hereby authorizes and directs the Authorized Persons, in the name and on behalf of such Company, to employ: (a) the law firms of (i) Paul, Weiss, Rifkind, Wharton & Garrison LLP and (ii) Cole Schotz P.C., as bankruptcy co-counsels; (b) Guggenheim Securities, LLC, as investment banker; (c) Alvarez & Marsal North America, LLC, as financial and restructuring advisor; (d) A&G Realty Partners, LLC, to provide real estate advisory services; (e) Kroll Restructuring Administration LLC, as claims and noticing agent; and (f) any other legal counsel, accountants, financial advisors, restructuring advisors, or other professionals any Authorized Person deems necessary, appropriate or advisable; each to represent and assist the Rite Aid Companies in carrying out their duties and responsibilities and exercising their rights under the Bankruptcy Code and any applicable law (including, but not limited to, the law firms filing any pleadings or responses); and be it further

**RESOLVED**, that in connection with the foregoing, each Authorizing Body, with respect to its applicable Company, hereby authorizes, empowers, and directs the Authorized Persons to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain such services, and ratifies any and all prior actions taken in connection therewith in their entirety; and be it further

## **3. Sale Process and Store Closing Sales Process**

**RESOLVED**, that in the business judgment of each Authorizing Body, it is desirable and in the best interest of its Company and its creditors, stakeholders, and other parties in interest that such Company, be and hereby is, authorized to (a) continue to engage in a marketing and sales process to identify the highest or otherwise best offer for all, substantially all, or a portion of the Rite Aid Companies’ assets (the “Sale Process”) and (b) initiate store closing sales to implement store closings for the Rite Aid Companies’ remaining retail store and distribution center assets, as applicable (the “Store Closing Sales Process”); and be it further

**RESOLVED**, that in connection with the foregoing, each Authorizing Body, with respect to its applicable Company, hereby authorizes, empowers, and directs the Authorized Persons to (a)(i) continue the Sale Process, (ii) enter into or pursue negotiations with any interested parties in connection with the Sale Process or any resulting sale(s), (iii) file one or more motions or other pleadings with the Bankruptcy Court in furtherance of the Sale Process, including motions or pleadings for bidding or other sale procedures to be used to facilitate consummation of any sales resulting from the Sale Process, (iv) execute and deliver

any transaction documents in connection with the Sale Process, (v) seek approval from the Bankruptcy Court to sell such assets or take actions in furtherance of a sale, and (vi) undertake any and all related transactions as in his or her reasonable discretion is determined to be necessary, desirable, or appropriate in connection with the Sale Process and (b)(i) initiate store closing sales pursuant to the Store Closing Sales Process, (ii) file one or more motions or other pleadings with the Bankruptcy Court in furtherance of the Store Closing Sales Process, and (iii) undertake any and all related transactions as in his or her reasonable discretion is determined to be necessary, desirable, or appropriate in connection with the Store Closing Sales Process; and be it further

#### **4. Approval of DIP Credit Agreement and Additional DIP Facility Documents**

**RESOLVED**, that each Authorizing Body, in considering all strategic alternatives, deems it to be desirable and in the best interest of its applicable Company and such Company's creditors, stakeholders, and other parties in interest to (a) obtain senior secured superpriority postpetition financing (the "DIP Facility") on terms and conditions substantially consistent with the proposed form of debtor-in-possession credit agreement (the "DIP Credit Agreement"), (b) obtain the benefits of the use of cash collateral, as such term is defined in section 363(a) of the Bankruptcy Code ("Cash Collateral"), which is security for certain prepetition lenders (the "Prepetition Secured Parties"), (c) enter into any and all other agreements or documents that are required, necessary, appropriate, desirable, or advisable to consummate the transactions contemplated by the DIP Credit Agreement, (d) execute all certificates, notices, instruments, receipts, motions, or other documents and agreements required to consummate the transactions considered by the DIP Credit Agreement or the DIP Orders (as defined below) (collectively, the "DIP Facility Documents"), and (e) incur any and all obligations and undertake any and all related transactions on substantially the same terms as contemplated under the DIP Facility Documents, including granting liens on its assets to secure such obligations; and be it further

**RESOLVED**, that to use and obtain the benefits of the Cash Collateral and the DIP Facility, the Rite Aid Companies will provide certain adequate protection to the Prepetition Secured Parties, as documented in one or more orders of the Bankruptcy Court which authorize, among other things, the Rite Aid Companies to execute and perform under the DIP Credit Agreement, use Cash Collateral, and provide adequate protection to the Prepetition Secured Parties (such orders, collectively, the "DIP Orders") with such changes, additions, and modifications thereto as an Authorized Person shall approve; and be it further

**RESOLVED**, that each Authorizing Body has determined, in the exercise of its business judgment, that its applicable Company will obtain benefits from the incurrence of the borrowings and the other obligations under the DIP Facility Documents (the "Obligations"), including without limitation the adequate protection obligations set forth in the DIP Orders, which are necessary and convenient to the conduct, promotion, and attainment of the business of such Company; and be it further

**RESOLVED**, that each Authorizing Body, in the exercise of its business judgment, hereby authorizes and approves, in all respects, the terms, and provisions of the DIP Facility Documents, substantially in the forms circulated to the Authorizing Bodies, and the Rite Aid Companies' execution, delivery, and performance of its obligations under the DIP Facility

Documents, including without limitation, the grant of security interests under the applicable DIP Facility Document(s), and any borrowings or guaranty therewith; and be it further

**RESOLVED**, that each Authorizing Body, with respect to its applicable Company, hereby authorizes and empowers each Authorized Person to (a) enter into or join the DIP Facility Documents, including without limitation any guarantees related thereto, incur or guarantee the payment and performance of the Obligations, and to undertake any and all related transactions on substantially the same terms as contemplated under the DIP Facility Documents, including granting liens on and security interests in its assets, including the Collateral (as defined in the applicable DIP Facility Document(s)), (b) negotiate, execute, deliver, and perform under the DIP Facility Documents, and all agreements, certificates, documents, notices and instruments, security agreements, control agreements, intercreditor agreements and similar agreements and arrangements, financing statements (which may include supergeneric descriptions of collateral such as “all assets” or “all personal property”), intellectual property filings, fee letters and any reaffirmations, ratifications, amendments, extensions, waivers, joinder agreements, supplements, or any other modifications to any of the foregoing in connection with the DIP Facility Documents, (c) take any and all actions to perform all of the Obligations and the transactions contemplated under each of the DIP Facility Documents in the name and on behalf of such Company, including the payment of all fees and expenses in connection therewith, (d) take all such further actions, or cause all such further actions to be taken as in the reasonable determination of such Authorized Person shall be necessary, proper, or advisable in order to fully carry out the intent and accomplish the purposes of the foregoing resolutions and to consummate the transactions contemplated thereby, with all such changes, additions, and modifications thereto as such Authorized Person shall approve, with such approval to be conclusively evidenced by such Authorized Person’s execution and delivery thereof, and (e) seek Bankruptcy Court approval of such Company’s use of Cash Collateral and incurrence of the Obligations, in each case, pursuant to the DIP Orders; and be it further

## 5. General Authorizations

**RESOLVED**, that any and all actions heretofore or hereafter taken by (a) the Special Committee, any Authorizing Body, or members of either of the foregoing, (b) any Authorized Person or agent of the Rite Aid Companies, and (c) any Company, in each case, with respect to, in furtherance of or in contemplation of the actions and transactions authorized by any of the foregoing resolutions are, and each is, hereby adopted, authorized, approved, ratified, and confirmed in all respects; and be it further

**RESOLVED**, that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of any Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved, confirmed and ratified as the true acts and deeds of such Company with the same force and effect as if each such act, transaction, agreement, or certificate had been specifically authorized in advance by resolution of the applicable Authorizing Body; and be it further

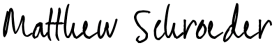
**RESOLVED**, that any Authorized Person be, and each of them individually hereby is, authorized to perform all acts, deeds, and other things as each applicable Company itself may

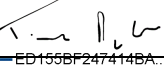
lawfully do, in accordance with its governing documents and applicable law, howsoever arising in connection with the matters above, or in furtherance of the intentions expressed in the foregoing resolutions, including, but not limited to, the negotiation, finalization, execution, and delivery of any other agreements, certificates, instruments, powers of attorney, letters, forms, transfer, deeds, and other documents whatsoever as the individual acting may in such Authorized Person's reasonable discretion approve, deem, or determine necessary, appropriate, or advisable, such approval, deeming, or determination to be conclusively evidenced by said individual taking such action or the execution thereof.

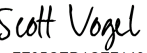
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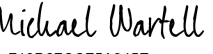
**IN WITNESS WHEREOF**, the undersigned have executed this consent effective as of the time that each of the undersigned have executed this consent.

**NEW RITE AID, LLC**

DocuSigned by:  
  
By: \_\_\_\_\_  
Name: Matthew Schroeder  
Title: Director

DocuSigned by:  
  
By: \_\_\_\_\_  
Name: Tim Pohl  
Title: Director

Signed by:  
  
By: \_\_\_\_\_  
Name: Scott Vogel  
Title: Director

Signed by:  
  
By: \_\_\_\_\_  
Name: Michael Wartell  
Title: Director

**IN WITNESS WHEREOF**, the undersigned have executed this consent effective as of the time that each of the undersigned have executed this consent.


**RITE AID CORPORATION**

DocuSigned by:  
By: Matthew Schroeder  
368185914CFB48B...  
Name: Matthew Schroeder  
Title: Director

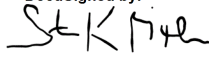


**IN WITNESS WHEREOF**, the undersigned have executed this consent effective as of the time that each of the undersigned have executed this consent.

**HUNTER LANE, LLC**

DocuSigned by:  
By:   
369185912CFD48B...  
Name: Matthew Schroeder  
Title: Director

DocuSigned by:  
By:   
7BDBCCA79B39474...  
Name: Susan Lowell  
Title: Director

DocuSigned by:  
By:   
A08112B0EB4F43C...  
Name: Steven Bixler  
Title: Director

**IN WITNESS WHEREOF**, the undersigned have executed this consent effective as of the time that each of the undersigned have executed this consent.

**JCG HOLDINGS (USA) INC.  
JCG (PJC) USA, LLC  
RITE INVESTMENTS CORP.  
RITE AID HDQTRS. FUNDING, INC.  
THE JEAN COUTU GROUP (PJC) USA,  
INC.**

Signed by:  
By: Jonathan D. Moll  
AD9463BCB3B7461...  
Name: Jonathan D. Moll  
Title: Director

DocuSigned by:  
By: Maria T. Hurd  
C519863B92A4297...  
Name: Maria T. Hurd  
Title: Director

DocuSigned by:  
By: Susan Lowell  
7BDBCCA79B39474...  
Name: Susan Lowell  
Title: Director

**IN WITNESS WHEREOF**, the undersigned have executed this consent effective as of the time that each of the undersigned have executed this consent.

**RITE INVESTMENTS CORP., LLC**

By: Rite Investments Corp., its Member

Signed by:

By: Jonathan D. Moll  
AD3483BCB3B7461...  
Name: Jonathan D. Moll  
Title: Authorized Signatory

DocuSigned by:


By: Maria T. Hurd  
C519663B92A4497...  
Name: Maria T. Hurd  
Title: Authorized Signatory


DocuSigned by:

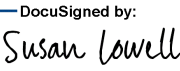
By: Susan Lowell  
78DBCCA79B39474...  
Name: Susan Lowell  
Title: Authorized Signatory

**IN WITNESS WHEREOF**, the undersigned have executed this consent effective as of the time that each of the undersigned have executed this consent.

**PJC OF VERMONT, INC.  
RITE AID OF VERMONT, INC.  
REDICLINIC ASSOCIATES, INC.**

DocuSigned by:  
  
By: \_\_\_\_\_  
Name: Steven Bixler  
Title: Director

DocuSigned by:  
  
By: \_\_\_\_\_  
Name: Alyssa Parrish  
Title: Director

DocuSigned by:  
  
By: \_\_\_\_\_  
Name: Susan Lowell  
Title: Director

**IN WITNESS WHEREOF**, the undersigned have executed this consent effective as of the time that each of the undersigned have executed this consent.

**RITE AID OF MICHIGAN, INC.  
 EDC DRUG STORES, INC.  
 APEX DRUG STORES, INC.  
 PDS-1 MICHIGAN, INC.  
 RDS DETROIT, INC.  
 THRIFTY PAYLESS, INC.  
 RITE AID OF NEW HAMPSHIRE, INC.  
 MAXI DRUG NORTH, INC.  
 GENOVESE DRUG STORES, INC.  
 RITE AID DRUG PALACE, INC.  
 RITE AID OF NEW YORK, INC.  
 ECKERD CORPORATION  
 MAXI DRUG, INC.  
 RITE AID OF CONNECTICUT, INC.  
 RITE AID OF DELAWARE, INC.  
 RITE AID OF NEW JERSEY, INC.  
 RITE AID OF MARYLAND, INC.  
 RITE AID OF OHIO, INC.  
 RITE AID OF VIRGINIA, INC.  
 THE LANE DRUG COMPANY  
 THRIFT DRUG, INC.  
 HARCO, INC.  
 RITE AID OF GEORGIA, INC.  
 RITE AID OF INDIANA, INC.  
 RITE AID OF KENTUCKY, INC.  
 RITE AID OF SOUTH CAROLINA, INC.  
 MAXI GREEN INC.  
 LMW – 90B AVENUE LAKE OSWEGO,  
 INC.**

**RITE AID OF NORTH CAROLINA, INC**  
**RITE AID OF TENNESSEE, INC.**  
**RITE AID OF WASHINGTON, D.C., INC.**  
**RITE AID OF WEST VIRGINIA, INC.**  
**RITE AID ONLINE STORE, INC.**  
**RITE AID PAYROLL MANAGEMENT,**  
**INC.**  
**READ'S INC.**  
**PERRY DRUG STORES, INC.**  
**K&B, INCORPORATED**  
**K&B ALABAMA CORPORATION**  
**K&B LOUISIANA CORPORATION**  
**K&B MISSISSIPPI CORPORATION**  
**K&B TENNESSEE CORPORATION**  
**K&B TEXAS CORPORATION**  
**K&B SERVICES, INCORPORATED**  
**THRIFTY CORPORATION**  
**RITE AID LEASE MANAGEMENT**  
**COMPANY**  
**RITE AID REALTY CORP.**  
**LG – 90B AVENUE LAKE OSWEGO, LLC**  
**RITE AID HDQTRS. CORP.**  
**BROADVIEW AND WALLINGS-**  
**BROADVIEW HEIGHTS OHIO, INC.**  
**DRUG PALACE, INC.**  
**GDF, INC.**  
**RITE AID OF MAINE, INC.**  
**RITE AID ROME DISTRIBUTION**  
**CENTER, INC.**  
**GRAND RIVER & FENKELL, LLC**  
**LAKEHURST AND BROADWAY**  
**CORPORATION**  
**RITE AID TRANSPORT, INC.**

**RX CHOICE, INC.  
RX USA, INC.  
4042 WARRENSVILLE CENTER ROAD –  
WARRENVILLE OHIO, INC.  
5277 ASSOCIATES, INC.  
5600 SUPERIOR PROPERTIES, INC.  
PJC OF RHODE ISLAND, INC.  
PJC LEASE HOLDINGS, INC.  
PJC OF MASSACHUSETTS, INC.  
P.J.C REALTY CO., INC.  
PJC REALTY MA, INC.  
PJC SPECIAL REALTY HOLDINGS, INC.**

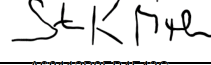
DocuSigned by:

By:   
Name: Dana Baughman  
Title: Director

DocuSigned by:

By:   
Name: Alyssa Parrish  
Title: Director

DocuSigned by:

By:   
Name: Steven Bixler  
Title: Director

**IN WITNESS WHEREOF**, the undersigned have executed this consent effective as of the time that each of the undersigned have executed this consent.

**1740 ASSOCIATES, LLC**  
**RICHFIELD ROAD – FLINT, MICHIGAN,**  
**LLC**

By: Rite Aid of Michigan, Inc., its Manager

**NAME RITE, LLC**  
**THRIFTY ICE CREAM, LLC**


By: Thrifty PayLess, Inc., its Manager


**RITE AID OF PENNSYLVANIA, LLC**  
**RITE AID SPECIALTY PHARMACY, LLC**  
**REDICLINIC LLC**

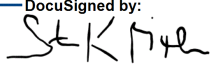
By: Rite Aid Hdqtrs. Corp., its Member

**MUNSON & ANDREWS, LLC**  
**GETTYSBURG AND HOOVER – DAYTON,**  
**OHIO, LLC**

By: Rite Aid of Ohio, Inc., its Manager

DocuSigned by:  
  
 By: \_\_\_\_\_  
 Name: Dana Baughman  
 Title: Authorized Signatory


DocuSigned by:  
  
 By: \_\_\_\_\_  
 Name: Alyssa Parrish  
 Title: Authorized Signatory

DocuSigned by:  
  
 By: \_\_\_\_\_  
 Name: Steven Bixler  
 Title: Authorized Signatory



**IN WITNESS WHEREOF**, the undersigned have executed this consent effective as of the time that each of the undersigned have executed this consent.

**RCMH LLC  
REDICLINIC OF MD, LLC  
REDICLINIC OF PA, LLC  
REDICLINIC US, LLC  
REDICLINIC OF DC, LLC  
REDICLINIC OF DE, LLC  
REDICLINIC OF VA, LLC  
REDICLINIC OF DALLAS-FORT WORTH,  
LLC  
By: RediClinic LLC, its Member**

DocuSigned by:  
  
By: \_\_\_\_\_  
7BDBCCA79B39474...  
Name: Susan Lowell  
Title: Authorized Signatory

**IN WITNESS WHEREOF**, the undersigned have executed this consent effective as of the time that each of the undersigned have executed this consent.

**THE BARTELL DRUG COMPANY**

Signed by:  
 By: Jermaine Smith  
AD5FE15CFF0C419...  
 Name: Jermaine Smith  
 Title: Director

DocuSigned by:  
 By: ALYSSA PARRISH  
EB0ED47E3F734F6...  
 Name: Alyssa Parrish  
 Title: Director

DocuSigned by:  
 By: Susan Lowell  
7BD0CCA79B39474...  
 Name: Susan Lowell  
 Title: Director

**IN WITNESS WHEREOF**, the undersigned have executed this consent effective as of the time that each of the undersigned have executed this consent.

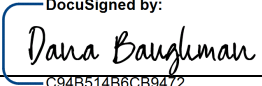
**PJC MANCHESTER REALTY LLC**

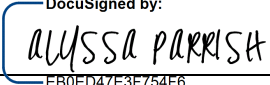
**PJC REVERE REALTY LLC**

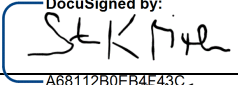
By: PJC Special Realty Holdings, Inc., its  
Manager

**MAXI DRUG SOUTH, L.P.**

By: Maxi Drug, Inc., its General Partner


DocuSigned by:  
By:   
Name: Dana Baughman  
Title: Authorized Signatory

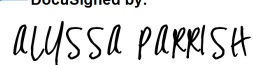
DocuSigned by:  
By:   
Name: Alyssa Parrish  
Title: Authorized Signatory


DocuSigned by:  
By:   
Name: Steven Bixler  
Title: Authorized Signatory

**IN WITNESS WHEREOF**, the undersigned have executed this consent effective as of the time that each of the undersigned have executed this consent.

**REDICLINIC ASSOCIATES, INC.**


DocuSigned by:  
  
By: 7BDBCCA79B39474...  
Name: Susan Lowell  
Title: Director


DocuSigned by:  
  
By: EB0ED47E3F754F0...  
Name: Alyssa Parrish  
Title: Director


DocuSigned by:  
  
By: A00112B0EB4F43C...  
Name: Steven Bixler  
Title: Director

**IN WITNESS WHEREOF**, the undersigned have executed this consent effective as of the time that each of the undersigned have executed this consent.

**PJC PETERBOROUGH REALTY LLC**

DocuSigned by:  
  
 By: \_\_\_\_\_  
 Name: Susan Lowell  
 Title: Manager

DocuSigned by:  
  
 By: \_\_\_\_\_  
 Name: Alyssa Parrish  
 Title: Manager

DocuSigned by:  
  
 By: \_\_\_\_\_  
 Name: Steven Bixler  
 Title: Manager

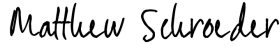
**IN WITNESS WHEREOF**, the undersigned have executed this consent effective as of the time that each of the undersigned have executed this consent.

**EX HOLDCO, LLC**

By: Hunter Lane, its Manager

DocuSigned by:

By:

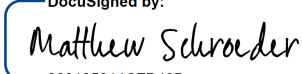


Name: Matthew Schroeder

Title: Authorized Signatory

**IN WITNESS WHEREOF**, the undersigned have executed this consent effective as of the time that each of the undersigned have executed this consent.

**EX TECH, LLC**  
**EX DESIGN HOLDINGS, LLC**  
**EX OPTIONS, LLC**  
**EX SOLUTIONS OF OH, LLC**  
**EX SOLUTIONS OF MO, LLC**  
**EX SOLUTIONS OF NV, LLC**  
**EX PHARMACY, LLC**  
**EX SAVINGS, LLC**  
**FIRST FLORIDA INSURERS OF TAMPA, LLC**  
**EX SOFTWARE, LLC**  
**EX PROCUREMENT, LLC**  
 By: Ex HoldCo, LLC, its Manager

DocuSigned by:  
  
 By: \_\_\_\_\_  
369185914CFD48B...  
 Name: Matthew Schroeder  
 Title: Authorized Signatory

**IN WITNESS WHEREOF**, the undersigned have executed this consent effective as of the time that each of the undersigned have executed this consent.

**EX DESIGN, LLC**

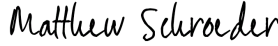
**EX RXCLUSIVE, LLC**

**EX INITIATIVES L.L.C.**

By: Ex Design Holdings, LLC, its Manager

DocuSigned by:

By:



Name: Matthew Schroeder

Title: Authorized Signatory



**IN WITNESS WHEREOF**, the undersigned have executed this consent effective as of the time that each of the undersigned have executed this consent.

**EX BENEFITS, LLC**

By: First Florida Insurers of Tampa, LLC, its  
Manager

DocuSigned by:

By: Matthew Schroeder

Name: Matthew Schroeder

Title: Authorized Signatory